



FLORIDA POLICE BENEVOLENT ASSOCIATION, INC.

CONSTITUTION

PREAMBLE

WE, members of the various law enforcement agencies and public employees in the State of Florida, employed by the United States Government, by the State of Florida, its political subdivisions and municipalities, do hereby associate ourselves for the following purposes:

To support and defend the Constitution of the United States and the State of Florida; to inculcate loyalty and foster the impartial enforcement of law and order; to improve the individual proficiency of our members in the performance of their duties; to encourage social and educational activities among our members; to create a tradition of esprit de corps, insuring fidelity to duty under all conditions and circumstances; to cultivate a spirit of mutual helpfulness among our membership and the people we serve; to increase the efficiency of public service and thus more firmly establish the citizens' confidence in the public service that is dedicated to the protection of their lives and property.

ARTICLE I

NAME, OBJECTIVES AND PURPOSES

Section 1. This organization shall be known as the FLORIDA POLICE BENEVOLENT ASSOCIATION, INC., and its offices and meeting places shall be in the State of Florida, unless otherwise authorized by the Board of Directors.

Section 2. The general objectives and purposes of this organization shall be to promote professionalism among law enforcement officers; to influence the youth of Florida in an effort to combat delinquency; to further Police-Community relations by informing the citizens of Florida of the day-to-day stress and problems of their law enforcement officers; and to represent officers and other public employees in the legal, labor, legislative, and political matters which affect the law enforcement profession and/or the interests and well-being of other public employees.

Section 3. Florida Police Benevolent Association, Inc., shall neither participate in nor condone strikes or cessation of duties by law enforcement officers or law enforcement support personnel. Charter and chapter presidents are required to immediately report to the Association President any member who advocates a strike or work stoppage. The Association President shall have the right to immediately revoke the membership status of any such member. Revocation of membership by the Florida Police Benevolent Association, Inc., under such conditions, automatically revokes charter or chapter membership. An individual whose membership has been revoked pursuant to this provision may petition the Association Board of Directors to have his or her membership reinstated; however, such reinstatement shall only occur after appearance before the Board of Directors and upon its approval of reinstatement.

ARTICLE II

ORGANIZATION, MEMBERSHIP

Section 1. The organization shall consist of charter associations, chapter associations, and affiliate organizations as prescribed and approved by the Board of Directors. Charter and chapter associations shall be the judge of their own membership and the qualifications required for membership, subject to the policies, Constitution and By-Laws of this Association.

Section 2. The classes of membership in this organization and its chapter and charter associations shall be Active, Affiliate, Associate, Auxiliary, Booster, Honorary, Life and Retired. The By-Laws of each charter and chapter association shall provide for the appointment, regulation, conduct and rights of each class of membership.

Section 3. All sworn and retired law enforcement officers (including auxiliary and part-time officers), law enforcement support personnel employed by a Florida public employer, affiliated public employees, and retired public employees shall be eligible for membership in the Florida Police Benevolent Association, Inc. or its affiliates. Membership shall not be denied to any person based solely on sex, color, religion, age, nationality, or creed. For purposes of this section only, the term "law enforcement" means certified law enforcement, correctional, institutional security specialist, and correctional probation officers.

ARTICLE III

BOARD OF DIRECTORS, OFFICERS, EXECUTIVE COMMITTEE AND STANDING COMMITTEES

Section 1. The Board of Directors shall be composed of the elected officers of the Association, the President of each Charter and Chapter, and the Legislative Chairman. The Board of Directors shall be the policy-making body of the Association. The Board of Directors shall have the following authorities and shall perform the following functions: meet upon the call of the President or a majority of the members of the Executive Committee, but not less than once a year where a majority shall constitute a quorum; exercise the exclusive power to grant, suspend or revoke chapters and charters; approve affiliation agreements with other public employee organizations; enter into binding contracts on behalf of the Association, but not to exceed five (5) years except as provided in Section 4; exercise the sole power to make such regulations concerning the policies of the Association and to initiate and cease programs for the mutual benefit of the Association's members as it sees fit; appoint, by resolution, those individuals who shall have the authority to sign all checks for disbursement of funds; employ the authority to adopt the legislative program of the Association; set the dues of the Association and approve the reimbursement for overpayment of dues, fees, and/or assessments for a retroactive period not to exceed one (1) year; reorganize or place charters or chapters in trusteeship for violation of trust or violation of the Constitution, By-Laws, or policies of the Association; adopt policies that shall have the full force and effect of the Association's Constitution (and deviation from or violation of those policies shall be considered a violation of this Constitution); exercise the exclusive authority to endorse candidates for State political offices and to sponsor and endorse State legislation; charter and administer a credit union for the benefit of the Association's members; elect the President, Senior Vice President, a Vice President of Services, a Vice President of Chapters, a Vice President of Charters, a Vice President of Legislative Affairs and Charity, a Vice President of Strategic Planning, a Vice President of Recruitment, a Secretary, a Treasurer,

and a Sergeant-at-Arms of this organization who shall serve for a four-year term of office; and remove from office any officer or director for proper cause by a three-fourths (3/4) vote of the Board constituting a quorum. Only Active and Life members of the Florida Police Benevolent Association, Inc., or its Charters and Chapters shall be eligible to hold elected offices in this Association.

Section 2. The Board of Directors may, by a two-thirds (2/3) majority vote, delegate any of its powers, authorities and/or responsibilities contained in Section 1 above to the Executive Committee or the President.

Section 3. The Board of Directors shall be elected in the manner prescribed in the By-Laws and shall serve for a term of four (4) years.

Section 4. The President shall be the Chief Executive Officer of the Association and the corporation; shall preside at all meetings of the Association; shall have the responsibility and authority of general management of the business of the association; shall have the authority to enter into business or lease agreements, purchase equipment, pay legitimate business expenditures of the Association necessary for the business operations of the Association, not to exceed \$10,000 or in excess of \$10,000 with the authorization of the Executive Committee, with the exception of attorney's fees which may from time to time exceed this limitation; shall execute all policies and resolutions of the Board of Directors; shall have the exclusive power to speak and act on behalf of the Association when it is not feasible to call the Board of Directors into session; shall have the authority to require audits of any charter or chapter; shall have the authority to inquire into any action, activity or any affairs of the charters or chapters which may be detrimental to the Association and recommend to the Board of Directors that corrective or disciplinary action be taken against the charter or chapter involved; shall execute any and all contracts authorized by the Board of Directors or the Executive Committee; shall appoint and assign all employees and attorneys of the organization, and shall fix their compensation, retirement and other benefits and approve their expenses; shall be empowered to grant such employees and attorneys binding employment contracts on behalf of the Association, with authorization of the Executive Committee, not to exceed four (4) years; and shall have the authority, with the consent of the Board of Directors, to appoint the Legislative Chair, to fix its compensation with the consent of the Board of Directors, and to approve its expenses. Notwithstanding the provisions of this section or any other provision of the Constitution, By-Laws or Policies to the contrary, the President may appoint an Executive Director, subject to the approval of a majority of the Executive Committee and may delegate any of the powers of the President to such Executive Director. Notwithstanding time served as the Association's President prior to September 30, 2022, or pursuant to Article IV, Section 5, of the By-Laws; effective October 1, 2022, no person shall serve more than two four-year terms as the Association's President.

Section 5. The By-Laws of the Association shall prescribe the duties of the Senior Vice President, the Vice President of Services, the Vice President of Chapters, the Vice President of Charters, the Vice President of Legislative Affairs/Charity, the Vice President of Strategic Planning, the Vice President of Recruitment, the Secretary, the Treasurer, and the Sergeant-at-arms.

Section 6. The Association's President, Senior Vice President, the Vice President of Services, Vice President of Charters, Vice President of Chapters, the Secretary, the Treasurer, the Sergeant-at-arms, the Vice President of Strategic Planning, the Vice President of Recruitment, and Vice President of Legislative Affairs/Charity shall be elected by the Board of Directors to a four-year term and shall be known as the Association's "Executive Committee." The Executive Committee may exercise the emergency powers of the President, should the President

or a majority of the Executive Committee call the Committee into session and relinquish those emergency powers to it.

Section 7. The Immediate Past President shall convey to his/her successor any and all unfinished business of the Association, with all accessible and related documents, communications, and/or records.

Section 8. Standing Committees on legislative, political action, constitution and by-laws, and policies and finance shall be appointed by the President. Prior to Board action, these committees shall report recommendations in their respective areas of responsibility.

ARTICLE IV

MEMBERSHIP IDENTIFICATION

Section 1. The Florida Police Benevolent Association, Inc., shall have the sole authority to manufacture and distribute all membership cards, decals and emblems for the following classes of membership: Active, Affiliate, Honorary, Auxiliary, Life and Retired. The Board of Directors may waive this provision upon the application of a Charter; however, the logo of the Association may not be altered except to identify the Charter.

Section 2. The Association and its Charters shall have the authority to manufacture and distribute all membership applications and membership cards, decals and emblems for the following classes of membership: Affiliate, Associate and Booster.

Section 3. Individual Charters shall manufacture and distribute their own membership applications, utilizing the format prescribed by the Association Board of Directors.

ARTICLE V

PARLIAMENTARY PROCEDURES AND AMENDMENTS

Section 1. Except as provided in this Constitution and By-Laws, “Roberts Rules of Order Newly Revised” shall govern the conduct of meetings of the Association.

Section 2. The Constitution of this Association may be amended by the Board of Directors of the Association at any meeting of that body, provided that at least ten (10) days’ notice of the proposed amendment was provided to the Board of Directors prior to consideration. In order to be adopted, amendments must receive a two-thirds (2/3) vote of the officers and directors present and voting.



FLORIDA POLICE BENEVOLENT ASSOCIATION, INC.

BY-LAWS

ARTICLE I CHARTER AND CHAPTER ASSOCIATIONS

Section 1. Florida Police Benevolent Association may form charter and/or chapter associations of itself. Such charters and/or chapters shall adopt a constitution and by-laws, which shall not conflict in any manner with the constitution, by-laws, and policies of the Florida Police Benevolent Association, Inc. Charter and/or chapter constitutions and by-laws shall provide requirements for membership, establish officers and voting procedures, and prescribe dues. These established constitutions and by-laws, as well as the policies of the Florida Police Benevolent Association, Inc., shall apply to and be considered indispensable parts of the constitution and by-laws of each charter and chapter. The constitution, by-laws, and policies of each charter and chapter must be submitted to and be approved by the Board of Directors of this Association prior to being placed into force and effect. The granting of a charter by Florida Police Benevolent Association, Inc., and the acceptance thereof shall be contractual in nature, and the relationship between the Florida Police Benevolent Association, Inc., and its chartered associations shall be contractual in nature. Such relationships shall be enforced in the same manner as provided under the laws of Florida dealing with legal and equitable matters, including specific performance, to ensure compliance with all matters contained in the constitution, by-laws, and policies of Florida Police Benevolent Association, Inc. The articles of incorporation, constitution, by-laws and policies of each chartered association shall contain provisions that acknowledge and accept the relationship between the Florida Police Benevolent Association, Inc., and its charters, as described above. The constitution, by-laws and policies of the Florida P.B.A. shall apply to and be considered a part of the constitution, by-laws and policies of each Charter/Chapter.

Section 2. Each chapter association shall be self-governing and independent in its internal affairs and shall be a permanent organizational part of Florida Police Benevolent Association, Inc. Charter and chapter status issued by Florida Police Benevolent Association, Inc., and the names of such charters and chapters are the sole possession of Florida Police Benevolent Association, Inc., and are held in trust for Florida Police Benevolent Association, Inc., by the charter and chapter officers. The Board of Directors of Florida Police Benevolent Association, Inc., shall take possession of all property and assets of any chartered association or chapter that relinquishes its charter or chapter status or has its charter or chapter status revoked, suspended or placed in trusteeship. Each charter and chapter shall pay dues to Florida Police Benevolent Association, Inc., in an amount set by the Florida Police Benevolent Association, Inc.'s Board of Directors.

Section 3. Charter and chapter associations shall have the authority to endorse candidates for all local, county and district offices within their jurisdictions, so long as those endorsements do not constitute a direct conflict with the endorsements of another charter or chapter. In cases of

conflicting endorsements, the Florida Police Benevolent Association, Inc., President shall have the authority to resolve the conflict. Florida Police Benevolent Association, Inc., shall have the sole authority to endorse all candidates for state offices and to sponsor, endorse and support state legislation.

Section 4. Charters shall submit to Florida Police Benevolent Association, Inc., no later than April 15 of each year, a complete and accurate Internal Revenue form 990 that has been prepared by a Certified Public Accountant licensed in the State of Florida. Charters and chapters shall maintain their bank accounts and fiscal records in such a manner that, in the opinion of the Association's Certified Public Accountant, ensures integrity and accountability of all funds and expenditures.

ARTICLE II MEMBERSHIP

Section 1. The Board of Directors of this Association shall have the power to appoint individuals to Active, Affiliate, Associate, Auxiliary, Booster, Retired, Honorary and Life membership.

Section 2. The Board of Directors may allow any of the membership groups described in Section 1 above to organize and elect officers and to establish guidelines for their memberships with the understanding that their activities are subject to review by the Board of Directors.

Section 3. The classes of membership in this Association shall be as follows:

- A. Active members shall be those persons who are presently serving as full-time or paid, part-time employees, as described in Section 3 of Article II of the Constitution.
- B. Associate members shall be those businesses or businesspersons who wish to support the aims and purposes of this Association.
- C. Auxiliary members shall be those persons who hold unpaid, part-time positions in the same service as active members.
- D. Booster members shall be those individual citizens who are not members of the Association, but who support the aims and purposes of this Association
- E. Honorary members shall be those persons who are not eligible for active membership in the Association, and who have shown outstanding support for this Association and its members.
- F. Life members shall be those active, individual or retired members of the Association who have earned the respect and admiration of the Association and its members. Life members of the Florida P.B.A. may be appointed by the Board of Directors. A Charter and Chapter may, in accordance with its Constitution and By-Laws, appoint Life members to such Charter or Chapter.
- G. Retired members shall be those persons who have honorably retired from public service while an active member of the Association.

H. Affiliate members shall be those persons who are public employees and whose organization is affiliated through agreement with the Florida Police Benevolent Association.

Dues for each class of membership shall be established by the Board of Directors, except that Honorary and Life Members of Florida P.B.A. shall not be required to pay dues.

ARTICLE III DUTIES OF OFFICERS

Section 1. The Association Secretary shall maintain minutes of Association meetings and ensure that all business records, other than financial records, are properly maintained by the Association. The Secretary will also ensure that documents required to be filed with various governmental agencies are filed in a timely and proper fashion. The Secretary shall oversee all chapter elections. The Secretary shall perform other duties as assigned by the Association President or the Board of Directors.

Section 2. The Treasurer shall be the chief financial officer of the Association and of the corporation; shall submit an annual budget to the Board of Directors for approval; shall be custodian of the Association funds and financial records; shall have the authority to invest the funds of the Association, with the advice and consent of the Executive Board, under the same restrictions as an Executor or Trustee under the laws of the State of Florida; shall submit the Association's financial records to a Certified Public Accountant; shall make periodic financial reports to the Board of Directors; and shall ensure that financial documents required to be filed with various governmental agencies are filed in a timely and proper fashion. The Treasurer shall perform other duties as assigned by the Association President or the Board of Directors.

Section 3. The Association Senior Vice President shall perform such duties as assigned by the President or the Board of Directors; shall assist the President in the development of Association policies, programs and services, and shall temporarily succeed the President should there be a vacancy in that office as provided in Section 5, Article IV of the By-Laws, until successor to the president is elected.

Section 4. The Association Vice President of Services shall perform such duties related to retention and the development, assessment and administration of services available to Charters and Chapters, as assigned by the President or the Board of Directors.

Section 5. The Association Vice President of Chapters shall perform such duties related to the development, assessments and administration of services and programs to chapters as assigned by the President or the Board of Directors.

Section 6. The Association Sergeant-at-arms shall maintain order and decorum at Association meetings, assist in the logistics and preparations for the Board of Directors and Executive Committee meetings, and perform other duties as assigned by the Association President or the Board of Directors.

Section 7. The Vice President of Charters shall perform such duties as assigned by the President of the Board of Directors; shall assist in the dissemination of information to the Charters and shall provide guidance to the Charters and ensure compliance with the statewide Association directives. The Vice President of Charters shall act as a liaison between the Charters and the Board of Directors.

Section 8. The Vice President of Legislative Affairs/Charity shall perform such duties as assigned by the President of the Board of Directors; shall work with the Chief Lobbyist of the Florida PBA in furtherance of the legislation advancing the mission of the PBA; shall attend the legislative sessions and other political events as deemed necessary by the Board of Directors; shall be knowledgeable of the political activity concerning and involving the PBA and its members. The Vice President of Legislative Affairs/Charity, along with the Chief Operating Officer of the Florida PBA, shall be responsible for monitoring the activities of the Florida PBA Heart Fund, Inc. (“Heart Fund”), including reviewing the Heart Fund Investments and providing a quarterly report on the progress of the Heart Fund Investments. The Vice President of Legislative Affairs/Charity shall report on the status of the Heart Fund to the Board of Directors.

Section 9. The Vice President of Strategic Planning shall assess the current environment of the Association, both internally and externally; shall advise the President and Board of Directors on establishing future goals and targets and describe the strategies necessary to implement each. This Vice President will act as the liaison between the President and Board of Directors on the Association’s strategic plan.

Section 10. The Vice President of Recruitment shall coordinate continuous statewide expansion of the Association’s Charters and Chapters. As the Association’s chief recruitment officer, this Vice President will set expansion targets, monitor membership totals in current units, and explore all growth opportunities in other organizations’ territories. This Vice President will act as the liaison between the President and the Board of Directors on statewide recruitment.

ARTICLE IV

NOMINATION AND ELECTION OF OFFICERS

Section 1. The officers of the Association as described in Article III of the Constitution shall be elected to a four-year term, by the Board of Directors of the Florida Police Benevolent Association, Inc., inclusive of the officers of the Association whose term of office began October 1, 2006. Vacancies in an office shall be filled by vote of the Board of Directors.

Section 2. In order to be eligible for nomination to the office of President, a member must have completed four (4) years of service on the Board of Directors and must have served as a member of the Association’s Board of Directors within the past 24 months prior to being nominated. In order to be eligible for nomination to the offices of Senior Vice President, Vice President of Services, Vice President of Charters, Vice President of Chapters, Vice President of Recruitment, Vice President of Strategic Planning, Secretary, Treasurer, Sergeant-at-arms, or Vice President of Legislative Affairs/Charity, a member must have completed one year of service on the Board of Directors and must have served as a member of the Association’s Board of Directors within the past 24 months. Additionally, in order to be eligible for nomination to the office of Vice President for Chapters, a member must be a president of an Association Chapter at the time of nomination, or for nomination to the office of Vice President of Charters, a member must be a president of an Association Charter at the time of nomination.

Section 3. The officers of the chartered associations shall be elected in a manner prescribed in their by-laws, for a four-year term of office, as determined by the individual Charter. The officers of the Chapter associations shall be elected for a four-year term of office, inclusive of those holding office as of June 1, 2019.

Section 4. Resignations from officers, in writing, shall be deemed to be accepted when received by the Association President. If resignations are submitted, orally, they shall become effective 15 days after the Association President confirms them in writing, if not withdrawn during that period.

Section 5. Should a vacancy occur in the office of president, it shall be filled for 45 days by the Senior Vice President during which time an election shall be conducted, and a new president elected to fill the remaining term of office.

ARTICLE V GRIEVANCES AND DISCIPLINE

Section 1. Any member who has a grievance against another member of this Association, group of members of this Association, or the Association itself, may present the grievance to the Board of Directors. The action of the Board of Directors with respect to the member's grievance shall be the final administrative remedy within the Association.

Section 2. In those instances where a President has initiated an inquiry into the activities or affairs of any charter or chapter, the President may recommend to the Board of Directors that corrective or disciplinary action be taken against the charter or chapter involved, if the President finds the action or activities to be detrimental to the Association. The charter or chapter shall have a right to appear before the Board of Directors and contest the President's recommendation. The Board of Directors, by a two-thirds (2/3) vote, may take whatever corrective or disciplinary action it deems appropriate under the circumstances including imposition of a fine or placement of the charter or chapter in Trusteeship.

ARTICLE VI VOTING

Section 1. Each officer of the Florida Police Benevolent Association, Inc. as described in Article III of the Constitution, shall have one vote on the Board of Directors.

Section 2.

- A. Each chartered association and each chapter shall have one vote for each of the members for whom it has paid dues during the preceding month. However, there shall be no votes for affiliated or auxiliary members.
- B. Notwithstanding the provisions of Section 2.A. above, no charter or chapter may cast votes for more than 20% of the aggregate number of Florida P.B.A. members for whom dues have been paid during the preceding month.
- C. The President of each chapter and charter shall cast all votes on behalf of his/her chapter or charter. All voting within this Association and its chapters shall be decided by a plurality of the votes cast. The By-Laws of each charter shall provide for its method of voting.
- D. All votes taken in this Association and its Chapters shall be decided by the required number of votes cast by those members present and voting following proper notice of the meeting.

- E. Votes once cast may not be changed if such votes would affect the outcome of an issue. Proxy and absentee voting are prohibited. If a Board member is present at a meeting, he/she must vote on all issues unless a conflict of interest has been announced prior to discussion on the issue.
- F. By two-thirds (2/3) concurrence of the Board of Directors, the Association President or the Executive Committee may initiate mail agendas and ballots for voting by the Board of Directors. Such mail ballots will have the same force and effect as if the Board were acting in a regular meeting. Minutes of all mail agendas and ballots will be maintained. Mail ballots must be signed, and a majority, or two-thirds (2/3) if required, of those responding to a mail agenda and ballot shall prevail.
- G. All election voting in the Association shall be by open roll-call vote unless by unanimous consent.
- H. Any Charter or Chapter that is sixty (60) days or more in arrears of its dues, legal defense benefit payments, or PAC fund assessment shall not be eligible to vote on Association business, including elections. Such Charter or Chapter may petition the Association Executive Committee prior to an Association meeting for a waiver of this provision. The Executive Committee may, by a three-fourths (3/4) vote, issue a waiver.
- I. A quorum of the Board of Directors shall be those members responding to a notice of a Board of Directors meeting which shall be provided no less than ten (10) days prior to the meeting.

ARTICLE VII AMENDMENTS

These By-Laws may be amended in the same method prescribed for amendments to the Constitution of this Association.

ARTICLE VIII CONFLICT

Should any conflict exist between the Constitution and By-Laws or Policies of the State Association and those of Chartered and Chaptered associations, the Constitution, By-Laws and Policies of the Florida Police Benevolent Association, Inc. shall prevail and have supremacy.

As Amended, Passed, and Adopted: August 29, 1996

As Amended, Passed, and Adopted: November 16, 1996

As Amended, Passed, and Adopted: February 21, 1997

As Amended, Passed, and Adopted: June 6, 1998

As Amended (to include Sergeant-At-Arms), Passed, and Adopted: June 17, 2000

As Amended (to include Affiliate Membership), Passed, and Adopted: June 9, 2001

As Amended (delete office of Vice President/Programs), Passed, and Adopted: June 22, 2002

As Amended (Article V, Section 6), Passed, and Adopted: December 2, 2006

As Amended, Passed, and Adopted: June 30, 2007

As Amended, Passed, and Adopted: December 1, 2007

As Amended, Passed, and Adopted: October 18, 2008

As Amended (add VP of Charters and VP of Legislative Affairs/Charity), Passed, and Adopted:

May 22, 2018

As Amended, October 26, 2019

As Amended (add Association President term limits; add VP of Strategic Planning and VP of Recruitment, scrivener corrections), Passed, and Adopted: October 21, 2022